



Enriching Lives

KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company

SEC/ F: 20

July 28, 2020

BSE Scrip Code – 500241)

BSE Limited

Corporate Relationship Department,

2nd Floor, New Trading Ring,

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai-400001

Ref: 1. Your email dated 27th July,2020.

2.Our letters - April 23, 2020 & May 13, 2020.

Sub: Reply to clarification sought on Corporate Governance Report-June 2020

Dear Sir,

We are writing to you in connection with your aforementioned email vide which you have sought certain clarifications in respect of category mismatch of Mr. Kishor Anant Chaukar in Composition of the Board of Directors” and the Committee Composition (Audit and Stakeholders Relationship Committee)” in the Corporate Governance Report (CGR) submitted by us for the quarter ended on June 30,2020.

In this regard, we would like to clarify as under;

1. Mr. Kishor Anant Chaukar (DIN 00033830)-completed his initial term of 5 years as an Independent Director on April 26,2020 He was appointed by the Board of Directors of the Company as an Additional Director in the category of Independent Director subject to approval at the ensuing Annual General Meeting (AGM) of the Company with effect from April 27,2020 till conclusion of the ensuing AGM of the Company. We have made a disclosure to stock exchanges to this effect under Regulation 30 of LODR on 23rd April,2020. As mentioned above, his appointment as an Independent Director has to be approved by way of Special Resolution at the ensuing AGM, for which the Notice is yet to be issued.
2. Although Mr. Chaukar is currently an Additional Director with effect from April 27, 2020 and not an Independent Director, he can be declared as an Independent Director only once he is appointed as Independent Director by the shareholders at the ensuing AGM of the Company. Therefore, he has been categorised as “Non-Executive-Non-Independent Director” in the CGR filed for the quarter ended on June 30,2020 as per the options available in the XBRL mode of filing of CGR.



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3. Kindly note that, we have given a brief note to this effect in the remarks column of composition of Nomination and Remuneration Committee of the CGR for your ready reference.
4. Mr. Kishor Chaukar was the Chairperson of the Audit Committee and Stakeholders Relationship Committee of the Company till 26th April,2020. On his completion of initial term of 5 years as an Independent Director on 26th April,2020, he ceased to be Chairperson the said Committees. Further, these Committees have been re-constituted and accordingly, the said information has been mentioned in the XBRL sheet Composition of Committees.

In case you need further information, kindly let us know.

Due to partial closure of our offices in light of COVID-19, we are submitting this clarification in Sd/-mode.

You are requested to take the same on your record.

Thanking you.

For Kirloskar Brothers Limited

**Sd/-
Sandeep Phadnis
Company Secretary**